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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

PROCESSED NOV 0 7 2002 PTHOMSON FINANCIAL

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours per response... 1

SEC USE ONLY
Prefix Serial
DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Terminal Technologies. Inc. - Offering of Common Stock 2002-2 Filing Under (Check [[]] Rule 504 [] Rule 505 [⊠] Rule 506 [] Section 4(6) box(es) that apply): Type of Filing: [⊠] New Filing [□] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer 02063916 Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Terminal Technologies, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 120 North Church Street, Suite 102, West Chester, PA 19380 (610) 738-6900 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) **Brief Description of Business** Type of Business Organization [L] other (please specify): [] limited partnership, already formed [X] corporation [] business trust [] limited partnership, to be formed



Actual or Estimated Date of Incorporation or Organization:	Month [0]5]	Year [0]1]	[⊠] Actual	[□] Estimated
Jurisdiction of Incorporation or Organization: (8		tter U.S. Postal S her foreign jurisdi		on for State:
ACNERAL INOTRILATIONS				

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[□] Promoter	[⊠] Beneficial Owner	[⊠] Executive Officer	[⊠] Director	[] General and/or Managing Partner
Full Name (Last Fiascki, Frank	name first, if indiv	idual)			
	•	Number and Stree		Code)	
TABLES SERVICES MANAGES NEWSFILMS AND SERVICES STORY	ion, reading <u>like the production of the production of the fire</u>	102. West Chest	ANTENNA DE LA COLOR DE MANTE DE LA COLOR DE MANTE DE LA COLOR DE MANTE DE LA COLOR DEL LA COLOR DE LA		S. O'Charles and Control of the Cont
Check Box(es) that Apply:	[[]] Promoter	[⊠] Beneficial Owner	[⊠] Executive Officer	[⊠] Director	[[]] General and/or Managing Partner
Full Name (Last McKeen, Chris	name first, if indiv	idual)			
		Number and Street 102. West Chest		Code)	
Check Box(es) that Apply:	[□]Promoter	[] Beneficial Owner	[⊠] Executive Officer	[⊠] Director	[□] General and/or Managing Partner
Full Name (Last O'Neill, Brian	name first, if indiv	idual)			
Business or Res	,	lumber and Street 102. West Chest		ode)	
Check Box(es) that Apply:	[] Promoter	[[]] Beneficial Owner	[□] Executive Officer	[☐] Director	[] General and/or Managing Partner
Full Name (Last	name first, if indiv	idual)			
Business or Res	idence Address (N	lumber and Street	, City, State, Zip C	ode)	
Check Box(es) that Apply:	[D]Promoter	[[]] Beneficial Owner	[□] Executive Officer	[] Director	[□] General and/or Managing Partner

Full Name (Last	t name first, if indiv	vidual)				
Business or Res	sidence Address (Number and Stree	t, City, State, Zip 0	Code)		- Can Carrie Ca, I was well-likely to Carrie
Check Box(es) that Apply:	[Promoter	[[]] Beneficial Owner	[] Executive Officer	[] Director]] Director [[□] General and/or Managin Partner	
Full Name (Last	name first, if indiv	ridual)			300 000 V AND CONTROL OF THE CON	
Business or Res	sidence Address (I	Number and Street	t, City, State, Zip C	Code)		
Check Box(es) that Apply:	[门] Promoter	[[]] Beneficial Owner	[[]] Executive Officer	[□] Director	[[]] Go and/or Partne	Managing
Full Name (Last	name first, if indiv	idual)				
Business or Res	sidence Address (I	Number and Street	t, City, State, Zip C	ode)		
TO STORE THE BOOK OF A POST SHALL ARE STATE TO STATE S	(Use blank sh	neet, or copy and u	ıse additional copi	es of this sheet, as	necess	ary.)
28 St. C. St. A. C. St. A. C. St. C.		B. INFORM	MATION ABOUT	OFFERING	***	TOTAL CONTROL OF THE STATE OF T
1. Has the issue offering?	er sold, or does the	issuer intend to se	ell, to non-accredit	ed investors in this		
	• •	2, if filing under Ul			Yes [□] \$ Non	No [⊠]
individual?					Φ <u>INON</u> Yes	No
4. Enter the infoldirectly or indirectly or indirectly in connection with associated persociated persociate or states, li	rmation requested ctly, any commissi th sales of securiti on or agent of a brist the name of the ated persons of su	on or similar remu es in the offering. I oker or dealer regi broker or dealer.	who has been or wineration for solicital far person to be list stered with the SE of more than five (II be paid or given, ation of purchasers sted is an EC and/or with a	i	(🗆)

Full Name (Last name first, if individual) N/A
Business or Residence Address (Number and Street, City, State, Zip Code)
Name of Associated Broker or Dealer
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)
[AL]
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Name of Associated Broker or Dealer
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)
[AL]
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Name of Associated Broker or Dealer
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)
[AL]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND	USE OF PRO	CEEDS
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		and the second s
Type of Security Debt Equity	Aggregate Offering Price \$0.00 \$150,000.00	Amount Already Sold \$0.00 \$146,500.00
[⊠] Common [□] Preferred Convertible Securities (including warrants)	\$0.00 \$0.00 \$0.00	\$0.00 \$0.00 \$0.00
Total	\$ <u>150,000.00</u>	\$ <u>146,500.00</u>
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
Accredited Investors	Number Investors	Dollar Amount of Purchases \$146,500.00
Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE.	0.00	\$ <u>0.00</u> \$
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering Rule 505 Regulation A Rule 504 Total	Type of Security	Dollar Amount Sold \$ \$ \$

distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	to
Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Total	[\(\times\)] \$5,000 [\(\pri\)] \$ [\(\pri\)] \$ [\(\pri\)] \$
b. Enter the difference between the aggregate offering price given in response Question 1 and total expenses furnished in response to Part C - Question 4.a. difference is the "adjusted gross proceeds to the issuer."	
5. Indicate below the amount of the adjusted gross proceeds to the issuer used proposed to be used for each of the purposes shown. If the amount for any pur is not known, furnish an estimate and check the box to the left of the estimate. total of the payments listed must equal the adjusted gross proceeds to the issuforth in response to Part C - Question 4.b above.	pose The
iorth in response to Part C - Question 4.b above.	Payments to Officers, Directors, & Payments To Affiliates Others
Salaries and fees	[] \$ [] \$
Purchase of real estate	[]\$[]\$
Purchase, rental or leasing and installation of machinery	
and equipment	· · · · · · · · · · · · · · · · · · ·
Construction or leasing of plant buildings and facilities	[] \$ [] \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer	[] \$ [] \$
pursuant to a merger)	[]\$[]\$
• •	(m ²)
Working capital	[[X]] \$\$141,500.00
Other (specify):	[]\$[]\$
	[[]] \$ [[]] \$
Column Totals	[] \$ [] \$
Total Payments Listed (column totals added)	[] \$141 500 00

4. a. Furnish a statement of all expenses in connection with the issuance and

D F	FEDERAL SIGNATURE
The issuer has duly caused this notice to be signed Rule 505, the following signature constitutes an unc	I by the undersigned duly authorized person. If this notice is filed under dertaking by the issuer to furnish to the U.S. Securities and Exchange formation furnished by the issuer to any non-accredited investor
Issuer (Print or Type)	Signature Date
, , ,	The state of the s
Terminal Technologies, Inc. Name of Signer (Print or Type)	Title of Signer (Print or Type)
Frank Fiascki	President
	ATTENTION
	or omissions of fact constitute federal criminal cons. (See 18 U.S.C. 1001.)
E.	STATE SIGNATURE
Is any party described in 17 CFR 230.262 prese such rule?	ntly subject to any of the disqualification provisions of [□] Yes [□] No
See Appendix	k, Column 5, for state response.
2. The undersigned issuer hereby undertakes to fur a notice on Form D (17 CFR 239,500) at such times	rnish to any state administrator of any state in which this notice is filed
3. The undersigned issuer hereby undertakes to fur furnished by the issuer to offerees.	rnish to the state administrators, upon written request, information
the Uniform limited Offering Exemption (ULOE) of the	er is familiar with the conditions that must be satisfied to be entitled to ne state in which this notice is filed and understands that the issuer urden of establishing that these conditions have been satisfied.
The issuer has read this notification and knows the behalf by the undersigned duly authorized person.	contents to be true and has duly caused this notice to be signed on its
Issuer (Print or Type) Terminal Technologies, Inc.	Signatule Date 10/3/1/2

Instruction:

Frank Fiascki

Name of Signer (Print or Type)

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

President

Title of Signer (Print or Type)

APPENDIX

1		2	3		Diagu	5			
			Type of security		under S	alification State ULOE			
	Intend	to sell to	and aggregate						
		credited	offering price					expla	s, attach nation of
		s in State	offered in state	Type of invest	or and am	ount purcha	sed in State	waive	r granted)
	(Рап В	I-Item 1)	(Part C-Item 1)		(Part C	-Item 2)		(Рап	E-Item 1)
			·	Number of		Number of Non-			
				Accredited		Accredited			
State	Yes	No		Investors	Amount		Amount	Yes	No
AL 🔲									
AK 🗌									
AZ 🗌									
AR 🔲									
CA 🗆									
со 🗆									
CT 🗆									
DE 🗌									
DC 🔲									
FL 🗌									
GA □									
н 🗆									
ID 🗆									
IL 🔲									
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IA 🔲									
KS □									
KY □				<u> </u>					
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MT 🔲									
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NV 🔲		<u> </u>						Ц	<u> </u>
NH 🔲									
NJ ⊠			Common Stock \$150,000	1	\$1 <i>5</i> ,000	0	0		\boxtimes
NM 🔲									
NY 🛛			Common Stock \$150,000	1	\$25,000	0	0		\boxtimes
NC 🔲									
ND 🔲	J							Ц	L

Server transporter							
ок 🗆							
OR 🗌							
PA 🖾		Common Stock \$150,000	5	\$106,500	0	0	\boxtimes
RI 🗌							
sc 🗆							
SD 🗆							
TN 🔲							
TX 🗆							
UT 🔲		-		_			
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WY 🔲							
PR 🔲							